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河南金馬能源股份有限公司
HENAN JINMA ENERGY COMPANY LIMITED

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6885)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Henan Jinma Energy Company Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 16 October 2020 at the Company’s conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong for the purposes of considering and, if thought fit, approving the matters set out below.

In the interest of all stakeholders’ health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all shareholders of the Company (the “**Shareholders**”) that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

ORDINARY RESOLUTIONS

1. To consider and approve the election of Mr. Su Jiangang as an independent non-executive director of the Company, for a term commencing immediately after the conclusion of the EGM and until the conclusion of the term of the current session of the board of directors of the Company.^(Note H)
2. To consider and approve the payment of an interim dividend of RMB0.1 per share to the Shareholders in respect of the six months ended 30 June 2020.

SPECIAL RESOLUTION

3. To consider and, if thought fit, approve the following resolution as a special resolution:

“THAT the following amendments to the articles of association of the Company (the “**Articles of Association**”) be and are hereby approved, and any director of the Company be and is hereby authorised to modify such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and to do all such things as

necessary in respect of the amendments to the Articles of Association, pursuant to the requirements (if any) of the relevant authorities of the People's Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities):

The words “; *production and sales of (liquid) oxygen, (liquid) nitrogen, (liquid) argon, compressed air and other gases (liquid)*” be inserted after the words “*power generation and heat production of crude oven gas*” in the second paragraph of the existing Article 13 of the Articles of Association.”^(Note 1)

By order of the Board
Henan Jinma Energy Company Limited
Yiu Chiu Fai
Chairman

Hong Kong, 29 September 2020

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (the “**H Shares**”) from Saturday, 26 September 2020 to Friday, 16 October 2020 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company's H-share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (the “**Company's H-Share Registrar**”) at 4:30 p.m., the close of business on Friday, 25 September 2020 are entitled to attend and vote at the EGM following completion of the registration procedures.

To qualify for attendance and voting at the EGM, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company's H-Share Registrar, not later than 4:30 p.m., the close of business on Friday, 25 September 2020. The address of the Company's H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-16, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

The Company will not process registration of transfers of the domestic shares (the “**Domestic Shares**”) and unlisted foreign shares (the “**Unlisted Foreign Shares**”) of the Company from Saturday, 26 September 2020 to Friday, 16 October 2020 (both days inclusive). Holders of Domestic Shares and/or Unlisted Foreign Shares whose names appear on the register of shareholders of the Company at the close of business of Friday, 25 September 2020 are entitled to attend and vote at the EGM. Holders of Domestic Shares and/or Unlisted Foreign Shares should contact the secretary to the board (the “**Secretary to the Board**”) of directors of the Company for details concerning registration of transfers of Domestic Shares and/or Unlisted Foreign Shares.

The contact details of the Secretary to the Board are as follows:

West First Ring Road South
Jiyuan
Henan Province
The People's Republic of China
Telephone No.: 86 391-5570688
Facsimile No.: 86 391-6038222

- (B) Each holder of H Shares entitled to attend and vote at the EGM may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a Shareholder. With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.

- (C) Holders of H Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a “**power of attorney**”). If the proxy form is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the EGM on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.
- (D) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (C) above must be delivered to the Company’s H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM.
- (E) Each holder of Domestic Shares and/or Unlisted Foreign Shares who is entitled to attend and vote at the EGM may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a Shareholder. Notes (C) and (D) above also apply to the holders of Domestic Shares and/or Unlisted Foreign Shares, except that, to be valid, the proxy form and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the Board by personal delivery or by post, not less than 24 hours before the time appointed for the EGM. The address of the Secretary to the Board is stated in note (A) above.
- (F) A Shareholder or his/her proxy should produce proof of identity when attending the EGM. If a corporate Shareholder’s legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the EGM, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (G) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (H) It is recommended that Mr. Su Jiangang be appointed as an independent non-executive director of the Company, the chairman of the remuneration committee of the Company, a member of the nomination committee and the strategic development committee of the Company. The biographical details of Mr. Su Jiangang are as follows:

Mr. Su Jiangang (蘇鑒鋼) (“**Mr. Su**”), aged 65, graduated from Party School of Anhui Provincial Committee of C.P.C (中共安徽省委黨校), specializing in Economics and Management. Mr. Su is qualified as a senior economist.

Mr. Su had held various positions in Maanshan Iron & Steel Company Limited (“**Maanshan Steel**”, whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 323)), including the Secretary to the Board of Directors from September 1993 to January 2008, an executive director from August 1997 to August 2013, the General Manager from January 2008 to July 2011 and the Chairman from July 2011 to August 2013. Mr. Su had held various positions in Magang (Group) Holdings Co., Ltd. (馬鋼(集團)控股有限公司) (“**Magang**”), including the Deputy Secretary of the Party Committee, a director, the General Manager and the Deputy Chairman of the Board. Since June 2015, Mr. Su has ceased to be a director and an employee of the Magang group (including Magang and Maanshan Steel).

If the proposed appointment of Mr. Su as an independent non-executive Director is approved at the EGM, the Company will enter into a letter of appointment with Mr. Su for a term commencing immediately after the conclusion of the EGM and until the conclusion of the term of the current session of the board of directors of the Company. Pursuant to the letter of appointment, Mr. Su is entitled to a director’s remuneration of RMB120,000 per annum, which is determined by reference to his duties and responsibilities within the Company, the Company’s remuneration policy and the market salary range for the position.

Save as disclosed herein, as of the date of this notice, Mr. Su confirmed that:

- (i) he has not held any directorship in any public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years;
- (ii) he does not have any relationship with any other directors, supervisors, senior management, substantial or controlling shareholders of the Group;
- (iii) he has not taken any other major positions in the Group; and
- (iv) he does not have any interests in the shares of the Group within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there is no other matter relating to the election of Mr. Su that will need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

- (I) Since the Company is incorporated in the People's Republic of China and the official articles of association of the Company are in the Chinese language, the above proposed amendments are an unofficial English language translation (the "**English Translation**") of the official proposed amendments in the Chinese language (the "**Official Amendments**"), which are set out in the Chinese language version of this notice. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.
- (J) In compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement additional precautionary measures at the EGM including, without limitation:
 - compulsory body temperature screening;
 - mandatory use of surgical face masks;
 - mandatory health declaration – anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the EGM ("**recent travel history**"), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM;
 - anyone attending the EGM is reminded to observe good personal hygiene at all times; and
 - appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding.
- (K) In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the EGM in person, and advises Shareholders to appoint the Chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.
- (L) In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) of the Company may attend the EGM through video conference or similar electronic means.

As at the date of this notice, the executive Directors of the Company are Mr. YIU Chiu Fai, Mr. WANG Mingzhong and Mr. LI Tianxi; the non-executive Directors of the Company are Mr. HU Xiayu, Mr. WANG Kaibao and Ms. YE Ting; and the independent non-executive Directors of the Company are Mr. WU Tak Lung and Mr. MENG Zhihe.